

ARTICLES OF INCORPORATION

of

REF-CHEM CORPORATION

We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is:

REF-CHEM CORPORATION

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

(1) To manufacture, process, repair, buy, sell, exchange and lease goods, wares and merchandise.

(2) To explore and drill for, mine, produce, process, refine and market minerals of every kind, either solid, liquid or gaseous, or any combination thereof; and for said purposes only, to buy, sell, lease and exchange lands and interests therein; but in no event to engage directly in the oil pipeline business in the State of Texas as prohibited by "Texas Business Corporation Act".

(3) To store, transport, buy and sell oil, gas, salt, brine and other mineral solutions and liquified minerals; also sand and clay for the manufacture and sale of clay products.

(4) To establish and maintain an oil business with authority to contract for the lease and purchase of the right to prospect for, develop and use coal and other minerals, petroleum and gas; also the right to erect, build and own all necessary oil tanks, cars and pipes necessary for the operation of the business of the same.

(5) To establish and maintain a drilling business, with authority to own and operate drilling rigs, machinery, tools and apparatus necessary in the boring, or otherwise sinking of wells in the production of oil, gas, or water, or either, and the purchase and sale of goods, wares and merchandise used for such business; and, incidental to said primary purpose, to establish and maintain an oil business with authority to contract for the lease and purchase of the right to prospect for, develop and use coal and other minerals, petroleum and gas.

(6) To design, purchase and sell steel and iron and other metal products and the manufacture of any or all of such products, and to design, sell, construct and erect engineering and architecture structures and to contract for the construction and erection of such structures.

(7) To contract for the erection, construction or repair of any building, structure or improvement, public or private, and erect, construct or repair same or any part thereof, and to acquire, own, prepare for use any materials for said purposes.

(8) To service and maintain, and to contract for the service and maintenance of pipelines, refining, chemical and industrial plants, and improvements of all kinds; provided, however, that the corporation

shall never engage directly in the oil pipeline business in this State, as prohibited by Article 2.01, Subdivision (3) (b) of the Texas Business Corporation Act.

(9) To contract for the construction and engineering of structures, improvements and facilities of all kinds permitted by law.

(10) To establish and maintain garages with authority to purchase, sell, store, house, rent, operate, repair and otherwise deal in automobiles and other motor vehicles and their accessories, gasoline, and oils necessary to the operation of motor vehicles; provided, however, the right to operate shall not conflict with any ordinance of any incorporated city or town in which the corporation shall operate.

(11) To transport goods, wares and merchandise, or any valuable thing.

(12) To acquire, bring together, hold, dispose of and deal in royalty and other interests in minerals, and to manage, control and exploit said mineral interests, and to collect the revenue arising therefrom.

(13) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

#### ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares without par value.

#### ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand and No/100 (\$1,000.00), consisting of money, labor done, or property actually received.

#### ARTICLE SIX

The post office address of its initial registered office is: Suite 500, El Paso International Building, 119 North Stanton Street, El Paso, Texas, and the name of its initial registered agent at such address is: ROBERT E. KENNEDY.

#### ARTICLE SEVEN

The number of directors constituting the initial Board of Directors is five (5), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

James L. Baker, Chairman	P.O. Box 2588	Odessa, Texas
Wesley K. Martin	P.O. Box 2588	Odessa, Texas
W. S. Lowe	Northwest Highway and 10½ Mile Rd.,	Southfield, Michigan
R. E. Sampson	Northwest Highway and 10½ Mile Rd.,	Southfield, Michigan

Harold C. McBee

P.O. Box 2588

Odessa, Texas

ARTICLE EIGHT

The names and addresses of the incorporators are:

Robert E. Kennedy	9508 Lockerbie	El Paso, Texas
Nita Paternoster	8408 Shaver	El Paso, Texas
Anne F. Georges	6661 Fiesta	El Paso, Texas

IN WITNESS WHEREOF, We have hereunto set our hands, this the 7<sup>th</sup>  
day of February, A.D. 1969.

  
ROBERT E. KENNEDY

  
NITA PATERNOSTER

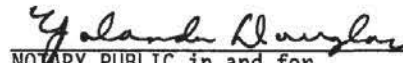
  
ANNE F. GEORGES

THE STATE OF TEXAS,    |

COUNTY OF EL PASO.    |

I, Yolanda Douglas, a Notary Public, do hereby certify that on this  
the 7<sup>th</sup> day of February, A.D. 1969, personally appeared before me,  
ROBERT E. KENNEDY, NITA PATERNOSTER and ANNE F. GEORGES, who each being  
by me duly sworn first, severally declared that they are the persons who  
signed the foregoing document as incorporators and that the statements  
therein stated are true.



  
NOTARY PUBLIC in and for  
El Paso County, Texas